

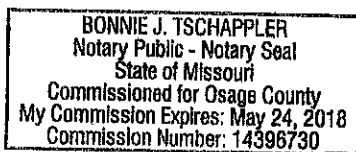
**THREE RIVERS ELECTRIC COOPERATIVE
RESOLUTION
OF THE BOARD OF DIRECTORS**

I, Alan McNeely, do hereby certify that I am the Secretary of Three Rivers Electric Cooperative (hereinafter called the "Cooperative"), the following is a true and correct copy of a resolution duly adopted by the Board of Directors of the Cooperative at its regularly scheduled meeting held on May 19, 2015 and entered in the minute book of the Cooperative; the meeting was duly and regularly called and held in accordance with the Bylaws of the Cooperative, and said resolution has not been rescinded or modified.

RESOLVED, that the proposed Contract for Transfer of Distribution Facilities between the Cooperative and Union Electric Company, d/b/a Ameren Missouri (hereinafter called "Ameren"), substantially in the form presented to this meeting, be and the same is hereby approved; and

NOW THEREFORE BE IT RESOLVED, that the Officers of the Cooperative are hereby authorized and directed to act according to their best judgment to carry out the intentions of this resolution, said authority to include execution of the Contract for Transfer of Distribution Facilities, the filing of an appropriate Joint Application for approval of the transfer of facilities and customers with the Missouri Public Service Commission and to comply with any resulting Order issued by the Missouri Public Service Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Cooperative this 13th day of August, 2015.



(seal)

Bonnie J. Tschappler

Alan B. McNeely
Secretary